

EXHIBIT “D”

September 24, 2019

Michael B. Singer
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Email: msinger@comitersinger.com

VIA EMAIL AND FEDERAL EXPRESS

Re: *Estate of Christopher Cornell - Request Re Belongings*

Dear Michael:

I believe you know that this law firm represents Soundgarden. On behalf of our clients, we wanted to promptly respond to your various emails on behalf of your client, the Estate of Christopher Cornell ("Estate"), requesting information regarding certain belongings (including your latest email to Ray Garcia on September 19).

We've confirmed certain relevant facts with our clients and are pleased to share the following:

- Following his passing in 2017, all of Chris Cornell's personal items in the possession of our clients were delivered to Vicky Cornell, now the Personal Representative of the Estate.
- There are no personal items belonging to Chris Cornell remaining at the Pearl Jam warehouse at Deke River.
- There are no other known personal items of Chris Cornell at any other storage space, or any other location, utilized by our clients.

From your emails, it appears that your requests concern the interest of the Estate in the identification and receipt of personal items belonging to Chris Cornell. We hope that the disclosures above are satisfactory in that regard.

Since we're responding, and as a courtesy attempt to avoid future conflict or confusion, we thought it may be helpful to also confirm the legal framework relating to Soundgarden's property (*i.e.*, the collective belongings and other property of Soundgarden the band).

We understand, based on discussions with the band, that Soundgarden’s business as a band is governed by an oral general partnership agreement and therefore the band is a Washington general partnership (“Soundgarden GP”). The band met in Washington, started its musical career in Washington, recorded its first albums in Washington, and released these albums through Washington-based record labels. All three remaining members reside in Washington.¹

As a Washington General Partnership, the Soundgarden GP is governed by Washington’s Revised Uniform Partnership Act (“RUPA”).² Chris Cornell had a 25% partnership interest in the Soundgarden GP.³ We understand that Vicky Cornell, as the beneficiary and Personal Representative of the Estate, inherited Chris Cornell’s partnership interest in the Soundgarden GP.

Under Washington law, Vicky Cornell would be considered a “transferee” of Chris Cornell’s “transferable interest” in the partnership.⁴ This “transferable interest” entitles Vicky Cornell to (i) Chris Cornell’s share of partnership profits and losses, and (ii) Chris Cornell’s right to receive distributions to which he would have been entitled.⁵ Notably, Vicky Cornell has not become, and is not currently, a partner in Soundgarden GP and therefore has no associated management or other such partnership rights.⁶

With regard to partnership property, Vicky Cornell also has no ownership rights.⁷ Indeed, pursuant to RUPA, even full partners are not considered co-owners of partnership property and have no legally recognized interest in partnership property which is transferrable, either voluntarily or involuntarily.⁸ Property acquired by the partnership is property of the partnership and not of the partners individually.⁹ A partner may use or possess partnership property only on behalf of the partnership.¹⁰

¹ We have not yet received Soundgarden’s band files from the King Holmes law firm (Peter Paterno), however, so reserve the right to amend this analysis accordingly.

² Codified in Chapter 25.05 of the Revised Code of Washington (“RCW”). RCW 25.05.015(1) holds that RUPA governs to the extent the oral agreement is silent.

³ Under RUPA, partners share partnership profits and losses equally, unless the partners have agreed otherwise. RCW 25.05.150(2). This rule applies regardless of whether the partners have invested different amounts into the business. *Id.* Therefore, Chris Cornell’s share of profits and losses relating to Soundgarden GP is 25%.

⁴ RCW 25.05.210(1)(c).

⁵ RCW 25.05.205.

⁶ RCW 25.05.150(9). Specifically, Vicky Cornell is not entitled to participate in the management or conduct of the band’s business, to access information about the band’s transactions, or to inspect or copy the band’s books or records. RCW 25.05.210(1)(c).

⁷ RCW 25.05.150(9).

⁸ RCW 25.05.200.

⁹ RCW 25.05.060.

¹⁰ RCW 25.05.150(7).

We will, of course, update you if we obtain any new or revised factual information concerning Chris Cornell's property. We also are happy to answer any further questions you may have regarding any issues discussed in the letter.

Very truly yours,



Gabriel G. Gregg

cc: Jill Berliner, Esq.
Ray Garcia, Esq.
Clients